

SO ORDERED

Dated July 09, 2003



A handwritten signature in cursive script that reads "Paul Mannes".

PAUL MANNES
U. S. BANKRUPTCY JUDGE

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MARYLAND
(Greenbelt Division)**

In re:

*

**PG&E NATIONAL ENERGY
GROUP, INC., *et al.***

* Case No.: 03-30459 (PM) and 03-30461 (PM)
through 03-30461 (PM)
* Chapter 11
(Jointly Administered under
* Case No.: 03-30459 (PM))

Debtors.

* * * * *

**ORDER APPROVING DEBTORS' AGREEMENT WITH
BANKRUPTCY SERVICES LLC ("BSI") AND APPOINTING BSI
AS AGENT OF THE BANKRUPTCY COURT PURSUANT TO 28 U.S.C. § 156(c)**

Upon the application (the "Application") of the debtors and debtors in possession (collectively, the "Debtors") in the above-captioned cases, for an order approving the agreement annexed to the Application as Exhibit B (the "Agreement") by and between the Debtors and Bankruptcy Services LLC ("BSI") and appointing BSI as agent of the Clerk of the Bankruptcy Court (the "Clerk's Office") pursuant to 28 U.S.C. § 156(c) and upon the affidavit of Ron Jacobs, annexed to the Application as Exhibit A, in support of the Application; and upon the affidavit of John C. Barpoulis in support of the First Day Motions; and it appearing that due and sufficient notice of the Application having been given and no further notice is required; and after

due deliberation and sufficient cause appearing therefor; it is, by the United States Bankruptcy Court for the District of Maryland, hereby

ORDERED, that the Application is granted; and it is further

ORDERED, that BSI is appointed as the Claims Agent (as defined in the Application) and is authorized to perform the services set forth in the Agreement and Application, as requested by the Clerk's Office or the Debtors; and it is further

ORDERED, that the Debtors are authorized to retain and employ BSI effective as of the Petition Date to perform the noticing, claims processing, balloting, disbursement, and other services described in the Application, including, but not limited to, receiving, maintaining, recording and otherwise administering proofs of claim filed in these chapter 11 cases; and it is further

ORDERED, that the Debtors and/or BSI are authorized to mail general notices required to be transmitted in these chapter 11 cases, including, without limitation, the notice of commencement of case and the section 341 meeting, to those entities entitled to receive such notices; and it is further

ORDERED, that pursuant to Section 503(b)(1)(A) of the Bankruptcy Code, the fees and expenses of BSI incurred pursuant to the Agreement are to be treated as an administrative expense of the Debtors' chapter 11 estates, and shall be paid by the Debtors in the ordinary course of business after the submission of an invoice in reasonable detail describing the basis for the fees and expenses requested to be paid thereto; and it is further

ORDERED, that if these cases are converted to cases under chapter 7 of the Bankruptcy Code, BSI will continue to be paid for its services until all claims in these cases have been processed; and if claims agent representation is necessary in the converted chapter 7 cases,

BSI will continue to be paid in accordance with 28 U.S.C. § 156(c) upon the terms of the Agreement and hereof; and it is further

ORDERED, that if BSI is unable to provide the services set forth in the Agreement, BSI will immediately notify the Clerk's Office, the Debtors and Debtors' counsel and cause all original proofs of claim and computer information turned over to another claims agent with the advice and consent of the Clerk, the Debtors and Debtors' counsel; and it is further

ORDERED, that the Court shall retain jurisdiction over any matters arising from or relating to the implementation or interpretation of this order.

END OF ORDER

cc: Paul M. Nussbaum, Esquire
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